

HELM
FINANCIAL CORPORATIONOCT 19 '99 9:00 AM
One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

September 29, 1999

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of June 15, 1999 ("**Memorandum**") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111


Lessee: Solite/Keystone Corporation
1504 Santa Rosa Road, Suite 200
Richmond, VA 23288

The equipment involved in this transaction is as follows:

Equipment: Forty-one (41) railcars as more fully
described in Schedule A attached hereto.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,


Alison Drain
Document Administrator

/ad
Enclosures (2)

OCT 19 '99

9:00 AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of June 15, 1999 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of June 15, 1999 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and SOLITE/KEYSTONE CORPORATION, a Pennsylvania corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Name: Richard C. Kirchner

Title: President

LESSEE

SOLITE/KEYSTONE CORPORATION

By: Name: Michael E. ClevelandTitle: Manager of Purchases & STORES

SCHEDULE A
TO THE MEMORANDUM OF LEASE

Description of Units:

Forty-one (41), 100-ton, roller bearing, 3420 and 3433 cubic foot, three pocket, open top hopper railcars equipped with fix couplers; built by Bethlehem Steel Corporation, the C&O Raceland Shops and Greenville Steel Car in 1975-1981.

Reporting Mark and Number	
1 HLMX	5178
2 HLMX	5224
3 HLMX	16303
4 HLMX	16338
5 HLMX	20017
6 HLMX	35001
7 HLMX	35032
8 HLMX	35047
9 HLMX	35058
10 HLMX	35067
11 HLMX	35076
12 HLMX	35120
13 HLMX	35152
14 HLMX	35210
15 HLMX	35219
16 HLMX	35267
17 HLMX	35275
18 HLMX	35294
19 HLMX	35295
20 HLMX	35307

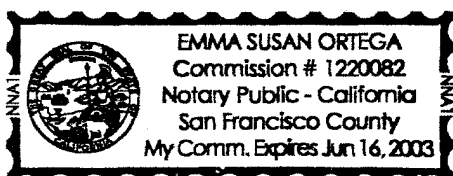
Reporting Mark and Number	
21 HLMX	35334
22 HLMX	35343
23 HLMX	35383
24 HLMX	35388
25 HLMX	35401
26 HLMX	35417
27 HLMX	35456
28 HLMX	35462
29 HLMX	35500
30 HLMX	35518
31 HLMX	87608
32 HLMX	87719
33 HLMX	583182
34 HLMX	588052
35 HMJX	17151
36 HMJX	87082
37 HMJX	87133
38 HMJX	87145
39 HMJX	87224
40 HMJX	87292
41 HMJX	87468

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 1, 1999, before me, Emma S. Ortega, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF PENNSYLVANIA)
) S.S.
COUNTY OF NORTHAMPTON)

On AUG. 24, 1999, before me, TODD R. KLINE, personally appeared MICHAEL E. CLEVELAND, of SOLITE/KEYSTONE CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Todd R. Kline
SIGNATURE OF THE NOTARY

[Notarial Seal]

